THE COMPANIES ACT, 2002

COMPANY LIMITED SHARES

MEMORANDUM OF ASSOCIATION

AND

ARTICLE OF ASSOCIATION

OF

GS HILLTOP LIMITED

Incorporated this _____ day of _____ 2022

DRAWN BY:
XIAODONG WANG,
(SUBSCRIBER),
DAR ES SALAAM

THE COMPANIES ACT

(ACT NO. 12 OF 2002)

COMPANY LIMITED SHARES

MEMORANDUM OF ASSOCIATION

OF

GS HILLTOP LIMITED

1. The name of the company is "GS HILLTOP LIMITED"

2. The registered office of the Company will be situated in the United Republic of Tanzania.

3. The objectives for which the company is established are:-

a) To construct and operate industrial park/buildings for lease.
b) To do the business of all kind of lubricants and fuel agent, importer, exporter and distributor, high quality technical power from the field of nuclear power plants, thermal power plants, power transmission and distribution, oil refinery and petroleum chemical plants, and the building facilities, fire fighting equipments and renewable energy.
c) Manufacture of gas; distribution of gaseous fuels through mains, Manufacture of basic iron and steel and Manufacture of furniture.
d) To deal with underground distribution and power distribution for uninterrupted power supply, oil and gas research and exploration, solar energy clean, building a photovoltaic power generation plant.
e) To carry on any, or all the businesses of warehousemen, merchants, commission and shipping agents, lighter man, harbingers, and ship chandlers, stevedores, customs agents and forwarding transport and commission agents.
f) To carry on the business of travel agents, tourists agents, and contractors, cable and telegraph companies agents, insurance and general agents, agents for operators of air, sea, and inland waterway carriage undertakings, road transport owners and hirers, hotel apartments and lodging house keepers, caterers, promoters and managers of clubs and societies (traveling, social, educational or otherwise), publishers of books and periodicals, newspaper sellers, foreign correspondence and advertising agents, and generally to facilitate traveling and to provide for tourists

and travelers and promote the provision of facilities of every description and in particular by means of the booking of travel tickets and accommodation and hotel and lodging accommodation, providing guides, safe deposits, enquiry bureau and baggage transport and arranging and operating tours.

g) To carry on the business of a garage proprietor and aeronautical expert, dealer in repairer, cleaner, storer and warehouser of motor omnibuses, motor cars, motor vans, motor lorries, motor cycles, aircraft of all types, tractors and trailers, road making and road repairing machinery and equipment, plant and equipment and vehicles of all kinds whether moved by mechanical power or not, to purchase or otherwise acquire, build construct, exchange, let on hire, alter, improve, manipulate, prepare for market, equip, maintain, work, run, repair, sell or otherwise deal in motor omnibuses, motor cars, motor vans, motor lorries, motor cycles, aircraft, trailers and tractors and road making and road repairing machinery and equipment and to carry on the business of a dealer in all classes of machinery and plant, implements, utensils, appliances and apparatuses and to manufacture, assemble, buy, sell, import, export, take on hire, charter, let on hire, operate, equip, service, repair, maintain and use and otherwise deal in motor and other vehicles, aircraft, rolling stock, vessels, ships, boats and crafts of every description, spare parts of and equipment and accessories for the foregoing and tools and instruments of every description and petrol, diesel oil and other fuels, lubricants, oils and petroleum products and all things capable of being used in connection with any of the said businesses or in the manufacture maintenance and working of all or any of the said vehicles, machinery, plant and equipment.

h) To carry on the business of a mechanical engineer, machinist, fitter, millwright, founder, wiredrawer, tube maker, metallurgist, saddler, galvanizer, japanned, annealed, enameller, electro-platter, painter and packing maker.

i) To insure with a recognized insurance company against every description of marine risks and aerial navigation risks which may legally be undertaken relating to the perils of the sea and air, fire, war, reprisals, and all other risks of a like nature incidental to navigation (marine or aerial), ships, aero planes, vessels, crafts of all description and also the freights, goods, merchandise, cargo, earnings and property whatsoever, in or on board of the same, whether the property of members of the company, or otherwise, howsoever, so far as the same may be effected or made according to law.

j) To insure with a recognized insurance company all other matters and things which lawfully may or can be from time to time be insured, or be the subject of insurance against perils of the sea or air and also generally carry on all other branches and departments of the business of marine and aerial navigation insurance.

k) To carry on any other trade, business or activity whatsoever and do anything of any nature which can in the opinion of the Directors of the Company, be advantageously

or conveniently carried on by the Company in connection with, as an extension to, as ancillary to or independently of its businesses before enumerated or the general or existing businesses of the Company for the time being.

l) To manufacture, buy, sell, import, export, take on hire, provide, maintain, repair, use and otherwise deal in builders' materials and requisites, household fittings and utensils, china, glass, cutlery, crockery, linen, cloth, hard and soft ware, electrical appliances, wiring and materials, wireless and other electronic apparatus, appliances and machines used in connection with the mechanical reproduction or transmission of pictures, movement, music and sounds and such other goods as may be conveniently sold therewith and all things capable of being used therewith or in the manufacture, maintenance or repair thereof.

m) To become importer and exporter of all kinds of goods and products manufactured locally or internationally including cereals and other produce also to enter into the business of insurance brokerage services, catering and cleaning services, fumigation, clearing and forwarding

n) To carry on business as general carriers, to equip, load on commission or otherwise, let out on hire, and trade in any part of the world with any vehicles, vessels or aircraft belonging wholly to or in part to, or being in the employment of the Company and to carry on the business of packers and carriers of goods and of passengers in all its branches by land, water and air.

o) To carry on business as general carriers, to equip, load on commission or otherwise, let out on hire, and trade in any part of the world with any vehicles, vessels or aircraft belonging wholly to or in part to, or being in the employment of the Company and to carry on the business of packers and carriers of goods and of passengers in all its branches by land, water and air.

p) To manufacture, buy, sell, import, export, alter, maintain, service, repair and otherwise deal in plant, machinery, tools instruments, substances, materials, apparatus, appliances and things of all kinds used or capable of being used in connection with any of the businesses of the Company or likely to be required by the customers of the Company or which, in the opinion of the Directors of the Company, may be conveniently dealt with or in by the Company in connection with any of its objects.

q) To buy, sell, refine, manipulate, import, export and deal in any natural, raw, processed or manufactured substances, goods, materials or merchandise used or capable of being used in any of the Company's operations and to manufacture, buy, sell, import, export and deal in any articles or things in the production of which any of the Company's products are used or are capable of being used and in any articles or things which can conveniently be supplied or dealt with in conjunction therewith.

r) To build, construct, alter, improve, enlarge, repair, maintain, develop, pull down, remove or replace and to work, manage, carry out or control works of all

descriptions including buildings, offices, factories, mills, warehouses, shops, stores, garages, roads, ways, bridges, railways, branches or sidings, airfields, airstrips, hangars, marinas, reservoirs, watercourses, wharves, docks, piers, electric, gas, water, drainage and sewage works and any other works and conveniences which may, in the opinion of the Directors of the Company, seem likely, directly or indirectly, to advance the Company's interests; to contribute to, subsidies or otherwise assist in the building, construction, alteration, repair, improvement, enlargement, maintenance development, pulling down, removal, replacement, working, management, carrying out or control thereof and to join with any other person or company in doing any of these things.

s) To enter into the business of mineral exploration, buying and selling also to improve, manage, develop, turn to account, grant rights or privileges in respect of or otherwise deal with any of the property, rights and privileges of the Company.

t) To subscribe for, take or otherwise acquire and hold shares, stocks, debentures or other securities of any other company and to invest and deal with the moneys of the Company in any manner.

u) To vest any movable or immovable property, rights, privileges or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.

v) To apply for, purchase or otherwise acquire and protect and renew in any part of the world any patents, patent rights, brevets d'invention, copyrights, trade-marks, designs, formulas, licenses, concessions and the like, conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem likely, directly or indirectly, to benefit the Company to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.

w) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorized to carry on or possession of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as, directly or indirectly, to benefit the Company.

x) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise or any person or company that may seem to the Directors of the Company to be conducive to the attainment of the objects of the Company or any of them and to obtain from any such government, authority, person

or company any rights, privileges, charters, contracts, licenses and concessions which the Directors of the Company may think it desirable to obtain and to carry out, exercise and comply therewith.

y) To lend and advance money or give credit to any person or company with or without security; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company; to secure or undertake in any way the repayment of money lent or advanced to or the liabilities incurred by any person or company and otherwise to assist any person or company.

z) To receive money on deposit or loan and borrow or raise or secure the payment of money in such manner as the Directors of the Company may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures or debenture stock (perpetual or otherwise) or legal and equitable mortgages or charges charged upon all or any of the Company's property (both present and future) including its uncalled capital and to purchase, redeem or pay of any such securities.

aa) To open and operate a banking account or banking accounts and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange bills of lading, warranty's, drafts, cheques, bonds, debentures and other negotiable or transferable instruments.

bb) To apply for, promote and obtain any statute, decree, order of court, regulation or other authorization or enactment which may, in the opinion of the Directors of the Company, seem likely, directly or indirectly to benefit the Company and to oppose any bills, proceedings or applications which may, in the opinion of the Directors of the Company, seem likely directly or indirectly, to prejudice the interests of the Company.

cc) To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise and to exercise, carry out and enjoy any charter, license, power, authority, franchise, concession, right or privilege which any government or authority, supreme, municipal, local or otherwise or any corporation or other public body may be empowered to grant and to pay for, aid in and contribute towards carrying the same into effect and to appropriate any of the Company's shares, stock, debentures or other securities and assets to defray the necessary cost, charges and expenses thereof.

dd) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital, including brokerage and commission for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, stock, debentures or other securities of the Company.

ee) To pay for any rights or property acquired by the Company and to remunerate any person or company whether by a cash payment or by the allotment of shares, stock, debentures or other securities of the Company crudities as paid in full or in part or otherwise.

ff) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension, provident or superannuation funds for the benefit of and to give or procure the giving of donations, gratuities, pensions, allowances, benefits and emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is the holding company of the Company or which is a subsidiary of the Company or which is allied to or associated with the Company or with any such holding or subsidiary company or who are or were at any time Directors or Officers of the Company or of any such other company as aforesaid or any person in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and to the wives, widows, families and dependants of any such persons; to establish and subsidies or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other Company as aforesaid or of any such persons as aforesaid; to make payments for or towards the insurance of any such persons as aforesaid; to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

gg) To adopt such means of making known the businesses, activities, products and goods of and articles dealt in and sold by the Company as may, in the opinion of the Directors of the Company, seem expedient.

hh) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, limiting competition or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorized to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as, directly or indirectly, to benefit the Company.

ii) To establish or promote or concur in establishing or promoting any company, association, syndicate or partnership of any kind for the purpose of its acquiring and taking over all or any part of the undertaking, property, assets and liabilities of the Company or for any other purpose which may, in the opinion of the Directors of the Company, seem likely, directly or indirectly, to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for, conditionally or un-conditionally, issue on commission or otherwise acquire all or any part of the shares, stock, debentures or other securities of any such other Company.

jj) To sell, exchange, lease, mortgage, charge or otherwise dispose of the property, assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit and, in particular, for shares, stock, debentures or other securities of any other Company whether or not having objects altogether or in part similar to those of the Company.

kk) To distribute among the Members in specie or in kind any property of the Company or any proceeds of sale or disposal of any property of the Company but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.

ll) To undertake and execute any trust which may, in the opinion of the Directors of the Company, be conducive to any of the objects of the Company.

mm) To act as agents, brokers or trustees for any person or company and to act as secretary, manager, consultant, adviser, book-keeper and registrar of or transfer agent for any other company.

nn) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise and either alone or jointly with others and either by or through agents, trustees, sub-contractors or otherwise.

oo) To procure the Company to be registered or recognized in any place outside the United Republic of Tanzania.

pp) To engage and otherwise carry on the business of importing and supplying of all kinds of software and electronics components including telephone facilities and to acquire and distribute as agent or otherwise computers, (hardware, software, and electronics fittings and equipments also to carry on the business of importing all kinds of hardware and building materials such as cement and limestone and corrugated iron sheets and other roofing and building materials, metal body works and paints of all kinds and reinforcements.

qq) To engage on the organization of recreation, education and medical treatment of the public, provision of scientific and technical, consulting, engineering, advertisement and commercial, marketing, information, dealer, intermediary and other types of services.

rr) To carry on the activities on creation and use of databases and information resources and other activity connected with the use of computers and information technology.

ss) To carry on the organization and provision of all types of household services to public, purchase and sale of various types of personal and real estate, design of construction, repair, reconstruction, restoration and operation of buildings and premises used for residential and non-residential purpose.

tt) To carry on the business of consultancy services namely economic social economic and financial studies, pre-feasibility studies, preparation of designs, preparation of tender documents and bills of quantities, rendering assistance in

phase of contract awarding and to provide works control and supervision, risk analysis.

uu) To do business of financial institutions, Bureau de Change, money transfer within Tanzania and any other business which in the opinion of the Directors is either directly of indirectly related to the above objects or is calculated to enhance the profit of the company or otherwise.

vv) To deal in the business of purchasing, selling and renting of audio and video products, organization and servicing of all types of equipment, including office appliances, radio and electric equipment.

ww) To enter into any arrangements with any Government or authorities (supreme, municipal, local or otherwise) or any corporations, companies or person having objects that may seem conductive o the Company's objects or any of them, and to obtain from any such Government, Authority, Corporation, Company or person, any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out exercise and comply with any such charters, contracts, decrees, rights, privileges and concession.

xx) To carry on the business of proprietors of shops, offices, hardware stores, warehouses, flats, take on lease or otherwise acquire and hold any lands or buildings of any tenure or description whereon situated, or rights or interest therein or connected therewith, to purchase building sites and to construct, reconstruct, pull down, alter, improve, decorate, furnish and maintain flats, maisonettes, dwelling houses, shops, offices, buildings and works, conveniences of all kinds.

yy) To do business as general traders and to be trading agents, to be owners and operators of supermarkets, shops, stores, bars, garages, groceries of all kinds and description, to be owners of guest houses, hotels of all kinds, restaurants, ea rooms and cafes, commission agents, manufacturers and suppliers representatives and be owners of wood workshops and metal workshop and generally be owners and or operators of wood workshops and metal workshop and generally be owners and or operators of saw mills and to be manufacturers and suppliers of all kinds of furniture and to be furnishers of residential as well as business premises.

zz) To adopt such means of making known the products of the company as may seem expedient and in particular by advertising in the press by circulars, by purchase and exhibition of works, art or interest, by publications of books and periodicals, and by granting prizes, rewards and donations.

4. LIABILITY

The Liability of the members is **Limited**.

5. CAPITAL

The share capital of the Company is TZS 1,000,000,000/= divided into 10000 shares of TZS 100,000 each, with power for the Company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions, and so that unless the condition of issue shall otherwise expressly declared, every issue of shares, whether declared to be preference or otherwise, shall be subject to the powers herein before contained.

We the several persons, whose names and addresses are subscribed below, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names:

Names, Addresses, and Description of Subscribers	Number of shares taken by each Subscriber	Signature
Xiaodong Zhang Wang P.O Box 72600 Dar Es Salaam	**9000**	张晓东
Xueting Sun P.O Box 72600 Dar Es Salaam	**1000**	孙雪婷

Dated at DAR ES SALAAM this 9th day of September 2022

Witness to the above signatures;

Name: RICO ADOLF

Postal Address: 7273, ARUSHA

Signature:

Qualification: ADVOCATE

P.O. BOX 7273, ARUSHA * RICO ADOLF MZERU * ADVOCATE NOTARY PUBLIC & COMMISSIONER FOR OATHS

THE COMPANIES ACT
(ACT NO. 12 OF 2002)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

GS HILLTOP LIMITED

INTERPRETATION

1. In these articles:-

"the Act" means the Companies Act;
"the articles" means the articles of the company;
"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
"the seal" means any person appointed to perform the duties of the secretary of the company;
"Managing Director" shall mean any person appointed to perform the duties of the Managing Director of the Company;
"Secretary" shall mean any person appointed to perform the duties of Secretary of the Company;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photograph, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the company.

MEMBERS

2. The number of members with which the company proposes to be registered is **Two**, but the directors may from time to time register an increase of members. The first company directors shall be

1) Xiaodong Zhang Wang
2) Xueting Sun

3. The membership shall constitute three membership types; these are,

i) Subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be full members of the company.
ii) Corporate entities subscribed as "partners" shall be associate members
iii) Individual consultants subscribed as "associate consultants" shall be associate members.

GENERAL MEETINGS

4. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than thirteen months shall elapse between the date of one annual general meeting of the company and that of the next.
Provided that so long as the company holds its first annual general meeting within thirteen months of its incorporation, it need not hold it in the year of its incorporation. The annual general meeting shall be held at such time and place, as the directors shall appoint.

5. All general meetings other than annual general meetings shall be called Special General Meetings.

6. The directors may, whenever they think fit, convene a special general meeting, or under requisition, or in default, as provided by section 133 of the Act. If at any time there are not within the Tanzania sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meeting may be convened by the directors.

NOTICE OF GENERAL MEETINGS

7. Every general meeting shall be called by fourteen clear days' notice in writing at the least. The notice shall specify the place, the day and hour of meeting and, in case of special business agenda, the information of that business: Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it so agreed:-

i) In the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representation not less than ninety – five percent of the total voting rights at that meeting of all the members.

8. Subject to the provisions of the articles, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of a meeting to, or the non receipt to notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

9. All business shall be deemed special that is transacted at a special meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.

10. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; three persons, entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of a corporation, shall be a quorum.

11. If within half an hour from the time appointed for the meeting quorum is not present, or if during the course of a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine.

12. The Chairperson, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as Chairperson of the general

13. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their numbers to be a Chairperson of the meeting.

14. The Chairperson may, with the consent of any meeting at which a quorum meeting, but if neither the Chairperson nor such other director (if any) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the directors present shall elect one of their number to be Chairperson of the meeting and, if there is only one director and willing to act, he shall be Chairperson is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice of the adjourned meeting shall be given specifying the time and place of the meeting and the general nature of the business to be transacted. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

15. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands demand:-

i) By the Chairperson; or
ii) by at least (three) members present in person or by proxy; or
iii) by any member or members present in person or by proxy and representing not less than one – tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to the effect in the book containing the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution. The demand for a poll may, before the poll is taken, be withdrawn

16. Except as provided in article 18, if a poll is duly demand it shall be taken in such manner as the Chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demand.

17. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.

18. A poll demanded on the election of a Chairperson, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time as the Chairperson of the meeting directs, and any business other than upon which a poll has been demanded may be preceded with pending the taking of the poll.

19. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall have effect as if it had been passed at a general meeting duly convened and held, and consist of several instruments in the like form each executed by or on behalf of one or more member.

VOTE OF MEMBERS

20. Every member shall have one vote.

21. Any person approved as a member, an associate, under section 3 of this Act may be eligible to vote in a poll personally or by proxy subject to Article 24 and 26 of this Act.

22. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.

23. On a poll votes may be given either personally or by proxy.

24. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.

25. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within the Territory as is specified for that purpose in the notice convening the meeting, not less than

36 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

26. An instrument appointing a proxy shall be in the following form or a form as near hereto as circumstances admit:-
"…….. Limited
I/We …….. of …….., being a member/ members of the above named company, hereby appoint …….. ……,
of……., as my/our proxy to vote for me/us on my/or behalf at the {annual or extraordinary, as the case maybe} general meeting of the company to be held on the ……..day of ……..20……., and at any adjournment thereof.

Signed this …….. day of, ……..20……."

27. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-
"……Limited.
I/We ……of …… Being a member/members of the above named company, hereby appoint of …….. of …….. or failing him …….. of ……., as my/our proxy to vote for me/us on my/our behalf at the {annual or extraordinary, as the case may be}general meeting of the company to be held on the ……day of……200……., and at any adjournment thereof.

Signed this ……..day of……20……..

This form is to be used **in favor of*/against*** the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desire"

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

29. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duty authorized representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at its registered office (or at such other place at which the instrument of proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATION AT MEETINGS

30. Any corporate entity, which is a member or an associate of the company may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

DIRECTORS

31. The Number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such determination the signatories to the Memorandum of Association shall be the first directors. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall be not less than two. The first Directors shall be:

1. Xiaodong Zhang Wang
2. Xueting Sun

32. The remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors shall also be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.

BORROWING POWERS

33. The director may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the company or any third party.

POWERS AND DUTIES OF DIRECTORS

34. Subject to the provisions of the Act, the memorandum and the articles and to any directors given by special resolution, the directors, who may exercise all the powers of the company, shall manage the business of the company. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors, which would otherwise have been valid. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

35. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.

36. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn,

accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine,

37. The directors shall cause minutes to be made in books provided for the purpose:-

i) of all appointments of officers made by the directors;
ii) of the names of the directors present at each meeting of the directors and of any committees of the directors;
iii) of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors;
iv) of all approved associate subscribers.

DISQUALIFICATION OF DIRECTORS

38. The office of director shall be vacated if the directors:-

i) Without the consent of the company in general meeting holds any other office of profit under the company; or
ii) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
iii) Ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
iv) Becomes of unsound mind; or
v) Resigns his office by notice in writing to the company; or
vi) Is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by the Act. A director shall not vote in respect of any contract in which he is interested or any matter arising thereat, and if he does so vote shall not be counted.

39. The company may by ordinary resolution appoint a person who is willing to act as director to fill a vacancy or be an additional director.

40. The directors may appoint a person who is to act as a director, either to fill a vacancy or as an additional director, but so that the total number of directors shall not at anytime exceed the number fixed by or in accordance with these articles. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re – election.

41. The company may by ordinary resolution, of which special notice had been given in accordance with section 144 of the Act, remove any director before the expiration of his period of office notwithstanding anything in the article or any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.

42. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. Without prejudice to the powers of the directors under article 40 the company in general meeting may appoint any person to be a director either to fill a vacancy or as an additional director.

43. Subject to the provisions of the articles, the directors may regulate their meetings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairperson shall have a second or casting vote. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any directors who are absent from Tanzania.

44. The quorum necessary for the transaction of the business of the directions may be fixed by the directors and unless so fixed shall be two.

45. The continuing directors may act notwithstanding any vacancy but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the act for the purpose of increasing the number of directors to that number, or summoning a general meeting of the company, but for no other purpose.

46. The directors may appoint one of their numbers to be the Chairperson of the board of directors and determine the period of which he is to hold office.
Unless he is unwilling to do so, the director so appointed shall preside at every meting of directors at which he is present. But if no such Chairperson is appointed, or if he is unwilling to preside, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be Chairperson of the meeting.

47. The directors may delegate any of their powers to any committee consisting of one or more directors; any committees so formed shall in the exercise of the powers so to any such regulations, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

48. All acts done by a meeting of the directors or of a committee of directors or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director, or that any of them were disqualified from holding office, or hand vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and was entitled to vote.

49. A resolution in writing signed by all the directors entitled to receive notice of a meeting of the directors, or of a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or {as the case may be} a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.

SECRETARY

50. The Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

51. A provision of the Act or these articles requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

THE SEAL

52. The seal shall only be used by the authority of the directors or of a committee of the directors authorized by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

53. The directors shall cause proper books of account to be kept with respect to:-

(i) all sums of money received and expended by the company and the matters in respect to which the receipt and expenditure takes place;
(ii) all sales and purchase of goods by the company; and
(iii) The assets and liabilities of the company.

Property books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and air view of the state of the company's affairs and to explain its transactions.

54. The books of account shall be kept at the registered officer of the company, or subject to section 151 (4) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.

55. No number shall (as such) have right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorized by the directories or by ordinary resolution of the company.

56. The directors shall from time to time in accordance with sections 153,155 and 150 of the Act, cause to be prepared and to be laid before the company in general meeting, such profit and loss accounts, balance sheets, company accounts (if any) and reports as are referred to in those sections.

57. In accordance with section 164 of the Act, the copy of the company's annual accounts to be laid before the company in general meeting together with a copy of the directors' report and the auditors shall not be less than twenty – one days before the date of the meeting be sent to every member of, and every holder of debentures of, the company. Provided that this regulation shall not require a copy of those documents to be sent to any person whose address the company is not aware or to more than one of the joint holders of any debentures.

AUDIT

58. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.

59. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of directors need not be in writing. The company may give any notice to a member either personally or by sending it by post in a prepared envelope addressed to the member at his registered address, or by leaving it at that address or by confirmed electronic mail. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of seventy – two hours after the letter containing the same was posted. A member whose registered address is not within Tanzania and who gives to the company an address within Tanzania at which notices may be given him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

We the several persons, whose names and addresses are subscribed below, are desirous of being formed into a Company in pursuance of this Articles of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names:

Names, Addresses, and Description of Subscribers	Number of shares taken by each Subscriber	Signature
Xiaodong Zhang Wang P.O Box 72600 Dar Es Salaam	**9000**	张晓东
Xueting Sun P.O Box 72600 Dar Es Salaam	**1000**	孙雪婷

Dated at DAR ES SALAAM this 9th day of September 2022

Witness to the above signatures;

Name: RICO ADOLF

Postal Address: 7273, ARUSHA

.....

Signature: .....

Qualification: ADVOCATE

RICO ADOLF MZERU
ADVOCATE
NOTARY PUBLIC
&
COMMISSIONER
FOR OATHS
P.O. Box 7273, ARUSHA